

RECORDATION NO. 25523-A FILED

MAR 31 '05 12:38 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

20036

OF COUNSEL  
URBAN A. LESTER

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March 31, 2005

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum Participant Assignment and Security Agreement, dated as of March 30, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease being filed with the Board under Recordation Number \_\_\_\_\_.

The names and addresses of the parties to the enclosed document are:

Lessor: ABN AMRO BANK N.V.  
540 W. Madison, Suite 2131  
Chicago, Illinois 60661

Lessee: Eastman Chemical Company  
100 North Eastman Road  
Kingsport, Tennessee 37662

Mr. Vernon A. Williams  
March 31, 2005  
Page 2

A description of the railroad equipment covered by the enclosed document is:

1,057 railcars with ETCX reporting marks and within the series as more particularly set forth in the equipment schedule attached to the document.

A short summary of the document to appear in the index is:

Memorandum Participant Assignment and Security Agreement.

Also enclosed is a check in the amount of \$32.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm  
Enclosures

RECORDATION NO. 25523-A FILED

**FILING AND RECORDING REQUESTED BY,  
AND WHEN FILED AND RECORDED RETURN TO:**

**MAR 31 '05 12:38 PM**

Alvord & Alvord  
1050 17<sup>th</sup> Street, N.W., Suite 301  
Washington, DC 20006-5556  
Attention: Robert W. Alvord, Esq.

**SURFACE TRANSPORTATION BOARD**

-----SPACE ABOVE THIS LINE FOR RECORDER'S USE-----

**MEMORANDUM OF PARTICIPANT ASSIGNMENT AND SECURITY AGREEMENT**

dated as of March 30, 2005

between

**ABN AMRO ADVISORY, INC.,**  
as Collateral Agent,

**ABN AMRO BANK N.V.,**  
as Lessor

THIS MEMORANDUM OF PARTICIPANT ASSIGNMENT AND SECURITY AGREEMENT ("Memorandum") dated as of March 30, 2005 is between ABN AMRO ADVISORY, INC., not in its individual capacity but solely as Collateral Agent, with an address at 540 W. Madison, Suite 2102, Chicago, Illinois 60661 (the "Collateral Agent") and ABN AMRO BANK N.V., as Lessor, with an address at 540 W. Madison, Suite 2131, Chicago, Illinois 60661 ("Lessor").

**WITNESSETH:**

WHEREAS, Lessor and Eastman Chemical Company, as Lessee ("Lessee") have entered into that certain (unfiled) Lease dated as of March 30, 2005 (as from time to time amended, restated, supplemented or otherwise modified, the "Lease") pursuant to which Lessee has granted to Lessor, for the benefit of the Participants party to the Participation Agreement (as defined herein), a first priority security interest in all of the Units and other Collateral to secure the payment by Lessee of all sums due and payable by Lessee and the performance by Lessee of all of its obligations under the Lease, each of the Lease Supplements and the other Operative Documents; and

WHEREAS, Lessor, Collateral Agent, ABN AMRO BANK N.V., as Administrative Agent ("Administrative Agent") and the Participants identified therein have entered into that certain Participant Assignment and Security Agreement dated as of March 30, 2005 (as from time to time amended, restated, supplemented or otherwise modified, the "Participant Assignment and Security Agreement") pursuant to which Lessor has granted to Collateral Agent, for the benefit of the Participants, a first priority security interest in all of Lessor's interest in the Lease, each Lease Supplement entered into from time to time, all of the Units and the other Lessor Collateral to secure the payment of all sums due and payable to the Participants with respect to their Participation Interests and the performance by Lessor of its obligations to the Participants under the Participant Assignment and Security Agreement and the other Operative Documents.

NOW, THEREFORE, in consideration of the mutual premises contained herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. For all purposes hereof, the capitalized terms used herein and not otherwise defined shall have the meanings assigned thereto in Appendix 1 to that certain Participation Agreement dated as of even date herewith, among Eastman Chemical Company, as Lessee, Lessor, Administrative Agent, Collateral Agent and the Participants identified therein (as from time to time amended, restated, supplemented or otherwise modified, the "Participation Agreement"). The rules of interpretation set forth in such Appendix 1 shall also apply hereto.

2. This Memorandum evidences of record the Participant Assignment and Security Agreement, and all references herein or in the other Operative Documents to the Participant Assignment and Security Agreement shall be deemed to include this Memorandum.

3. Pursuant to the terms of the Participant Assignment and Security Agreement, Lessor has granted to Collateral Agent a first priority security interest in all of the Lessor

Collateral, including without limitation the Lease, each Lease Supplement and the Units identified in those certain Lease Supplements No. \_\_ through \_\_, dated as of March 30, 2005, and which are listed on Annex A attached hereto.

B. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

C. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

**[Signatures on next page]**

**IN WITNESS WHEREOF**, each of the parties hereto has caused this Memorandum to be duly executed by an officer thereunto duly authorized as of the date and year first above written.

COLLATERAL AGENT:

**ABN AMRO ADVISORY, INC.**

By: Elizabeth M. Todd  
Name Printed: Elizabeth M. Todd  
Title: Vice President

By: David M. Shipley  
Name Printed: David Shipley  
Title: Vice President

LESSOR:

**ABN AMRO BANK N.V.**

By: Elizabeth M. Todd  
Name Printed: Elizabeth M. Todd  
Title: Director

By: Ruba Abozif  
Name Printed: Ruba Abozif  
Title: Vice President

**ACKNOWLEDGMENT- COLLATERAL AGENT**

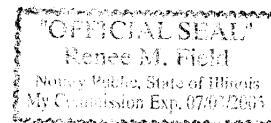
STATE OF Illinois

COUNTY OF Cook

On March 29th, 2005, before me, Renee M. Field, a Notary Public in and for said State, personally appeared Elizabeth M. Todd and David Shipley, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature Renee M. Field (Seal)



**ACKNOWLEDGMENT-LESSOR**

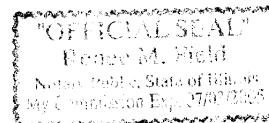
STATE OF Illinois

COUNTY OF Cook

On March 29th, 2005, before me, Renee M. Field, a Notary Public in and for said State, personally appeared Elizabeth M. Todd and Ruba Abozir, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature Renee M. Field (Seal)



**ANNEX A**

**Description of Units**

See attached pages.

## **ANNEX A**

### **UNITS**

Description of Units (each bearing reporting mark ETCX)

TYPE	-	LEASE SUPPLEMENT	Year
Hopper Car	NO. 1	Road Number	Built
		252000	1996
		252001	1996
		252002	1996
		252003	1996
		252004	1996
		252005	1996
		252006	1996
		252007	1996
		252008	1996
		252009	1996
		252010	1996
		252011	1996
		252012	1996
		252013	1996
		252014	1996
		252015	1996
		252016	1996
		252017	1996
		252018	1996
		252019	1996
		252020	1996
		252021	1996
		252022	1996
		252023	1996
		252024	1996
		252025	1996
		252026	1996
		252027	1996
		252028	1996
		252029	1996
		252030	1996
		252031	1996
		252032	1996
		252033	1996

252034	1996
252035	1996
252036	1996
252037	1996
252038	1996
252039	1996
252040	1996
252041	1996
252042	1996
252043	1996
252044	1996
252045	1996
252046	1996
252047	1996
252048	1996
252049	1996
252050	2000
458000	1996
458001	1996
458002	1996
458003	1996
458004	1996
458005	1996
458006	1996
458007	1996
458008	1996
458009	1996
458010	1996
458011	1996
458012	1996
458013	1996
458014	1996
458015	1996
458016	1996
458017	1996
458018	1996
458019	1996
458020	1996
458021	1996
458022	1996
458023	1996

458024	1996
458025	1996
458026	1996
458027	1996
458028	1996
458029	1996
458030	1996
458031	1996
458032	1996
458033	1996
458034	1996
458035	1996
458036	1996
458037	1996
458038	1996
458039	1996
458040	1996
458041	1996
458042	1996
458043	1996
458044	1996
458045	1996
458046	1996
458047	1996
458048	1996
458049	1996
458050	1996
458051	1996
458052	1996
458053	1996
458054	1996
458055	1996
458056	1996
458057	1996
458058	1996
458059	1996
458060	1996
458061	1996
458062	1996
458063	1996
458064	1996

458065	1996
458066	1996
458067	1996
458068	1996
458069	1996
458070	1996
458071	1996
458072	1996
458073	1996
458074	1996
458075	1996
458076	1996
458077	1996
458078	1996
458079	1996
458080	1996
458081	1996
458082	1996
458083	1996
458084	1996
458085	1996
458086	1996
458087	1996
458088	1996
458089	1996
458090	1996
458091	1996
458092	1996
458093	1996
458094	1996
458095	1996
458096	1996
458097	1996
458098	1996
458099	1996

TYPE	-	LEASE SUPPLEMENT	Identification	Year
Hopper Car	NO. 2		Number	Built
		252051		2000
		252052		2000

252053	2000
252054	2000
252055	2000
252056	2000
252057	2000
252058	2000
252059	2000
252060	2000
252061	2000
252062	2000
252063	2000
252064	2000
252065	2000
252066	2000
252067	2000
252068	2000
252069	2000
252070	2000
252071	2000
252072	2000
252073	2000
252074	2000
252075	2000
252076	2000
252077	2000
252078	2000
252079	2000
252080	2000
252081	2000
252082	2000
252083	2000
252084	2000
252085	2000
252086	2000
252087	2000
252088	2000
252089	2000
252090	2000
252091	2000
252092	2000
252093	2000

252094	2000
252095	2000
252096	2000
252097	2000
252098	2000
252099	2000
252100	2000
252101	2000
252102	2000
252103	2000
252104	2000
252105	2000
252106	2000
252107	2000
252108	2000
252109	2000
252110	2000
252111	2000
252112	2000
252113	2000
252114	2000
252115	2000
252116	2000
252117	2000
252118	2000
252119	2000
252120	2000
252121	2000
252122	2000
252123	2000
252124	2000
252125	2000
252126	2000
252127	2000
252128	2000
252129	2000
252130	2000
252131	2000
252132	2000
252133	2000
252134	2000

252135	2000
252136	2000
252137	2000
252138	2000
252139	2000
252140	2000
252141	2000
252142	2000
252143	2000
252144	2000
252145	2000
252146	2000
252147	2000
252148	2000
252149	2000
258001	2000
258002	2000
258003	2000
258004	2000
258005	2000
258006	2000
258007	2000
258008	2000
258009	2000
258010	2000
258011	2000
258012	2000
258013	2000
258014	2000
258015	2000
258016	2000
258017	2000
258018	2000
258019	2000
258020	2000
258021	2000
258022	2000

TYPE Hopper Car	-	LEASE SUPPLEMENT NO. 3	Identification Number	Year Built
			277639	1976
			277653	1976
			277903	1979
			278156	1978
			278174	1978
			278322	1978
			278323	1978
			278324	1978
			278325	1978
			278326	1978
			278330	1978
			278344	1977
			278381	1978
			278382	1978
			278383	1978
			278388	1978
			278389	1978
			278390	1978
			278393	1978
			278394	1978
			278397	1978
			279256	1979
			279549	1980
			279556	1980
			279567	1980
			279572	1980
			279576	1980
			279577	1980
			279590	1981
			279591	1981
			279593	1981
			279594	1981
			279596	1981
			279597	1981
			279601	1981
			279602	1981
			279611	1981
			279612	1981
			279614	1981

279621	1981
279622	1981
289715	1979
289739	1977
289782	1978
289826	1977
289827	1979
289828	1979
289829	1979
289830	1977
289831	1977
289832	1977
289833	1979
289834	1979
289835	1977
289836	1979
289837	1977
289838	1979
289839	1979
289840	1979
289841	1979
289842	1979
289843	1979
289845	1977
289846	1979
289847	1979
289848	1979
289849	1979
289850	1979
289851	1979
289852	1979
289853	1979
289855	1979
289856	1977
289858	1979
289859	1979
289860	1979
289861	1979
289862	1977
289863	1979
289864	1979

289865	1977
289866	1977
289867	1979
289868	1977
289869	1979
289870	1979
289872	1979
289873	1977
289874	1979
289875	1977
289876	1979
289877	1979
289878	1979
289879	1979
289881	1979
289882	1979
289883	1977
289884	1979
289885	1977
289886	1979
289887	1979
289888	1979
289890	1977
289891	1979
289892	1979
289893	1979
289895	1979
289896	1979
289897	1979
289898	1979
289899	1979
289900	1979
289901	1979
289902	1977
289904	1979
289905	1979
289906	1977
289908	1977
289909	1979
289910	1979
289911	1979

289912	1979
289913	1977
289914	1977
289915	1977
289916	1979
289917	1979
289918	1979
289919	1977
289920	1979
289921	1979
289922	1979
289923	1977
289924	1979
289925	1977
289926	1977
289927	1979
289928	1979
289929	1977
289930	1979
289931	1979
289932	1977
289933	1977
289934	1977
289935	1979
289936	1977
289937	1979
289938	1979
289939	1979
289940	1979
289941	1979
289942	1977
289943	1979
289944	1979
289945	1977
289946	1977
289947	1977
289948	1979
289949	1979
289950	1977
289951	1979
289952	1979

289953	1977
289954	1979
289955	1977
289956	1979
289957	1977
289958	1977
289959	1979
289960	1979
289961	1979
289962	1979
289963	1979
289964	1979
289965	1979
289966	1979
289968	1979
289969	1979
289970	1979
289971	1979
289972	1979
289973	1979
289974	1979
289975	1977

TYPE Hopper Car	- LEASE SUPPLEMENT NO. 4	Identification Number	Year Built
		277655	1975
		277755	1976
		277774	1975
		277782	1975
		277783	1975
		277785	1975
		277786	1975
		277788	1975
		277789	1975
		277790	1975
		277791	1975
		277792	1975
		277793	1975
		277794	1975
		277795	1975

277796	1975
277797	1975
277799	1975
277800	1975
277802	1975
277808	1975
277811	1975
277812	1975
277814	1975
277815	1975
277818	1975
277820	1975
277824	1975
277825	1975
277830	1975
277831	1975
277864	1975
277868	1975
277879	1975
277884	1975
277890	1975
277895	1975
277975	1977
277976	1977
277978	1977
277979	1977
277980	1977
277981	1977
277982	1977
278084	1977
278235	1977
278236	1977
278238	1977
278239	1977
278288	1977

TYPE	-	LEASE SUPPLEMENT	Identification	Year
Hopper Car	NO. 5		Number	Built
		276579		1974
		276583		1974

276586	1974
276587	1974
276592	1974
276596	1974
276597	1974
276607	1974
276608	1974
276611	1974
276614	1974
276615	1974
276616	1974
276618	1974
276620	1974
276621	1974
276622	1974
276626	1974
276631	1974
276632	1974
276636	1974
276637	1974
276639	1974
276641	1974
276643	1974
276645	1974
276646	1974
276647	1974
276648	1974
276853	1974
277543	1974
277850	1975
277851	1975

TYPE	- LEASE SUPPLEMENT	Identification	Year
Tank Car	NO. 6	Number	Built
		222500	1997
		222501	1997
		222502	1997
		222503	1997
		421000	1996
		421001	1996
		421002	1996

421003	1996
421004	1996
421005	1996
421006	1996
421007	1997
421008	1996
421009	1996
421010	1996
421011	1996
421012	1996
421013	1996
421014	1996
421015	1996
421016	1996
421017	1996
421018	1996
421019	1996
421020	1996
421021	1996
421022	1996
421026	1996
421030	1996
421031	1996
421033	1996
623500	1996
623501	1996
623502	1996
623503	1996
623505	1996
623506	1996
623507	1996
623508	1996
623509	1996
623510	1996
623511	1996
623512	1996
623513	1996
623514	1996
623515	1996
623516	1996
623517	1996

623518	1996
623519	1996

TYPE Tank Car	- LEASE SUPPLEMENT NO. 7	Identification Number	Year Built
		83000	1997
		83001	1997
		83002	1997
		83003	1997
		83004	1997
		83005	1997
		83006	1997
		84000	1997
		84001	1997
		84002	1997
		84003	1997
		84004	1997
		84005	1997
		84006	1997
		84007	1997
		84008	1997
		84009	1997
		421023	1997
		421024	1997
		421025	1997
		421027	1997
		421028	1997
		421029	1997
		421032	1997
		421034	1997
		421035	1997
		421036	1997
		421037	1997
		421038	1997
		421039	1997
		421040	1997
		421041	1997
		421042	1997
		421043	1997
		421044	1997

421045	1997
421046	1997
421047	1997
421048	1997
421049	1997
421050	1997
421051	1997
421052	1997
421053	1997
421054	1997
421055	1997
421056	1997
421057	1997
421058	1997
421059	1997
421060	1997
421061	1997
421062	1997
421063	1997
421064	1997
421065	1997
421066	1997
623000	1997
623001	1997
623002	1997
623003	1997
623004	1997
623005	1997
623006	1997
623007	1997
623008	1997
623009	1997
623010	1997
623011	1997
623012	1997
623013	1997
623014	1997
623015	1997
623016	1997
623017	1997
623018	1997

623019	1997
623020	1997
623021	1997
623022	1997
623023	1997
623024	1997
623025	1997
623026	1997
623027	1997
623028	1997
623029	1997
623030	1997
623031	1997
623032	1997
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623034	1997
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623045	1997
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623047	1997
623048	1997
623049	1997
623050	1997
623100	1998
623101	1998
623102	1998
623103	1998
623104	1998
623105	1998
623106	1998
623107	1998
623108	1998

623109	1998
623110	1998
623111	1998
623112	1998
623113	1998
623114	1998
623115	1998
623116	1998
623117	1998
623118	1998
623119	1998
623120	1998
623121	1998
625100	1998
625101	1998
625102	1998
625103	1998
625104	1998
625105	1998
625106	1998
625107	1998
625108	1998
625109	1998
625110	1998
625111	1998
625112	1998
625113	1998
625114	1998
625115	1998
625116	1998
625117	1998
625118	1998
625119	1998
625120	1998
625121	1998
630000	1997
630001	1997
630002	1997
630003	1997
630004	1997
630005	1997

630006	1997
630007	1997
630008	1997
630009	1997
630010	1997
630011	1997
630012	1997
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630059	1998
630060	1998
630061	1998
630062	1998
630063	1998
630064	1998
630065	1998
630066	1998
630067	1998
630068	1998
630069	1998
630070	1998
630071	1998
630072	1998
630073	1998
630074	1998
630075	1998
630076	1998
630077	1998
630078	1998
630079	1998
630080	1998
630081	1998
630082	1998
630083	1998
630084	1998
630085	1998
630086	1998
630087	1998

630088	1998
630089	1998
630090	1998
630091	1998
630092	1998
630093	1998
630094	1998
630095	1998
630096	1998
630097	1998
630098	1998
630099	1998
630100	1998
630101	1998
630102	1998
630103	1998
630104	1998
630105	1998
630106	1998
630107	1998
630108	1998
630109	1998
630110	1998
630111	1998
630112	1998
630113	1998
630114	1998
630115	1998
630116	1998
630117	1998
630118	1998
630119	1998
630120	1998
630121	1998
630122	1998
630123	1998
630124	1998
630125	1998
630126	1998
630127	1998
630128	1998

630129	1998
630130	1998
630131	1998
630132	1998
630133	1998
630134	1998
630135	1998
630136	1998
630137	1998
630500	1997
630501	1997
630502	1997
630503	1997
630504	1997
630505	1997
630506	1997
630507	1997
630508	1997
630509	1997
630510	1997
630511	1997
630512	1997
630513	1997
630514	1997
630515	1997
630516	1997
630517	1997
630518	1997
630519	1997
630520	1997
630521	1997
630522	1997
630523	1997
630524	1997
630525	1997
630526	1997
630527	1997
630528	1997
630529	1997
630530	1997
630531	1997

630532	1997
630533	1997
630534	1997
630535	1997
630536	1997
630537	1997
630538	1997
630539	1997
630540	1997
630541	1997
630542	1997
630543	1997
630544	1997
630545	1997
630546	1997
630547	1997
630548	1997
630549	1997

TYPE Tank Car	- LEASE SUPPLEMENT NO. 8	Identification Number	Year Built
		223504	2000
		223505	2000
		223506	2000
		223507	2000
		223508	2000
		223509	2000
		223510	2000
		223511	2000
		223512	2000
		223513	2000
		223514	2000
		223515	2000
		223516	2000
		223517	2000
		223518	2000
		223519	2000
		223520	2000
		223522	2000
		223523	2000

223524	2000
223525	2000
223900	2000
223901	2000
223902	2000
223903	2000
223990	2000
223991	2000
230500	2000
230501	2000
230502	2000
230503	2000
230504	2000
230505	2000
230506	2000
230507	2000
230508	2000
230509	2000
230510	2000
230511	2000
230512	2000
230513	2000
230514	2000
230515	2000
230516	2000
230517	2000
230518	2000
230519	2000
230520	2000
230521	2000
230522	2000
230523	2000
230524	2000
230525	2000
230526	2000
230527	2000
230528	2000
230529	2000
230530	2000
230531	2000
230532	2000

230533	2000
230534	2000
630138	1999
630139	1999
630140	1999
630141	1999
630142	1999
630143	1999
630144	1999
630145	1999
630146	1999
630147	1999
630148	1999
630149	1999
630150	1999
630151	1999
630152	1999
630153	1999
630154	1999
630155	1999
630550	1999
630551	1999
630552	1999
630553	1999
630554	1999
630555	1999
630556	1999
630557	1999
630558	1999
630559	1999
630560	1999
630561	1999
630562	1999
630563	1999
630564	1999
630565	1999
630566	1999
630567	1999
630568	1999
630569	1999

TYPE Tank Car	- LEASE SUPPLEMENT NO. 9	Identification Number	Year Built
		421067	2004
		421068	2004
		421069	2004
		421070	2004
		421071	2004
		421072	2004
		421073	2004
		421074	2004
		421075	2005
		421076	2005
		421077	2005
		421078	2005
		421079	2005
		421080	2005
		422000	2004
		422001	2004
		422002	2004
		422003	2004
		422004	2004
		422005	2004
		422006	2004
		422007	2004
		422008	2005
		422009	2005
		422010	2005
		422011	2005
		422012	2005
		422013	2005

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated:

3/31/05

  
\_\_\_\_\_  
Robert W. Alvord